

**Exhibit A**

**KRAMER LEVIN NAFTALIS & FRANKEL LLP**

1177 AVENUE OF THE AMERICAS  
 NEW YORK, NY 10036  
 PHONE 212.715.9100  
 FAX 212.715.8000

February 27, 2009

W.R. GRACE &amp; CO. EQUITY COMMITTEE

When remitting,  
 please reference:  
 Invoice Number: 513671  
 056772

**CLIENT SUMMARY - 056772 - W.R. GRACE & CO. EQUITY COMMITTEE****056772-00001/CASE ADMINISTRATION**

|                     |            |
|---------------------|------------|
| FEES.....           | \$2,832.00 |
| DISBURSEMENTS ..... | 207.68     |
| MATTER TOTAL.....   | \$3,039.68 |

**056772-00005/BANKR. MOTIONS**

|                     |        |
|---------------------|--------|
| FEES.....           | \$0.00 |
| DISBURSEMENTS ..... | 7.76   |
| MATTER TOTAL.....   | \$7.76 |

**056772-00007/REORGANIZATION PLAN**

|                     |             |
|---------------------|-------------|
| FEES.....           | \$10,192.00 |
| DISBURSEMENTS ..... | 0.00        |
| MATTER TOTAL.....   | \$10,192.00 |

**056772-00008/FEE APPLICATIONS, APPLICANT**

|                     |            |
|---------------------|------------|
| FEES.....           | \$1,680.00 |
| DISBURSEMENTS ..... | 7.65       |
| MATTER TOTAL.....   | \$1,687.65 |

Amounts due may be remitted by wire transfer.

To: Citibank, N.A.  
 Citicorp Center 153 E. 53rd Street NY, N.Y. 10043  
 ABA #021000089  
 Account: Kramer Levin Naftalis & Frankel LLP Money Market A/C 37613572  
 By Order of: Invoice No. 513671  
 Citibank Contact: Deborah Hosking (212) 559-8634

TIME AND DISBURSEMENT AMOUNTS POSTED AFTER THE BILLING PERIOD SHOWN  
 ON THIS INVOICE WILL APPEAR ON A SUBSEQUENT INVOICE.

DUE AND PAYABLE UPON RECEIPT. THE LEGAL RATE OF INTEREST WILL BE  
 CHARGED FOR BALANCES OUTSTANDING OVER 30 DAYS.

TAX ID# 13-1944339

**056772-00015/PLAN AND DISCLOSURE STATEMENT**

|                    |               |
|--------------------|---------------|
| FEES.....          | \$31,464.00   |
| DISBURSEMENTS..... | <u>442.00</u> |
| MATTER TOTAL.....  | \$31,906.00   |

**056772-00019/HEARINGS**

|                    |             |
|--------------------|-------------|
| FEES.....          | \$3,329.50  |
| DISBURSEMENTS..... | <u>0.00</u> |
| MATTER TOTAL.....  | \$3,329.50  |

**056772-00022/TAX ISSUES**

|                    |               |
|--------------------|---------------|
| FEES.....          | \$7,748.50    |
| DISBURSEMENTS..... | <u>109.82</u> |
| MATTER TOTAL.....  | \$7,858.32    |

|                         |                    |
|-------------------------|--------------------|
| CLIENT GRAND TOTAL..... | <u>\$58,020.91</u> |
|-------------------------|--------------------|

W.R. GRACE & CO. EQUITY COMMITTEE  
056772-00001

February 27, 2009  
Invoice No. 513671

**CASE ADMINISTRATION****DETAIL OF SERVICES**

| <u>DATE</u>                 | <u>TIMEKEEPER</u>      | <u>DESCRIPTION</u>  | <u>HOURS</u>       | <u>AMOUNT</u>            |
|-----------------------------|------------------------|---|--------------------|--------------------------|
| 01/06/09                    | MAYER, THOMAS<br>MOERS | Call with Robert Giavone of Morgan Stanley.   | 0.10               | 93.00                    |
| 01/06/09                    | BLABEY, DAVID E        | Review days' docket filings.  | 0.20               | 112.00                   |
| 01/06/09                    | MANNAL, DOUGLAS        | Tel/email with Ted Weschler and equity holders re PPI litigation (.7); review equity restriction term sheet (1.3); tel/email with B. Herzog re same (.5)              | 2.50               | 1,675.00                 |
| 01/08/09                    | BLABEY, DAVID E        | Review new filings (.2); exchange emails with D. Mannal and C. Bruens re revised confirmation schedule (.1); exh email with client re new confirmation schedule (.2). | 0.50               | 280.00                   |
| 01/09/09                    | BLABEY, DAVID E        | Review days' case filings.  | 0.10               | 56.00                    |
| 01/14/09                    | BLABEY, DAVID E        | Email to P. Bentley and D. Mannal re substance of Grace hearing.  | 0.60               | 336.00                   |
| 01/21/09                    | BLABEY, DAVID E        | Summarize revised CMO and implications in email to client.  | 0.50               | 280.00                   |
| <b>TOTAL HOURS AND FEES</b> |                        |   | <b><u>4.50</u></b> | <b><u>\$2,832.00</u></b> |

**SUMMARY OF DISBURSEMENTS AND OTHER CHARGES**

| <u>DESCRIPTION</u>                           | <u>AMOUNT</u>          |
|--|------------------------|
| DOCUMENT RETRIEVAL FEES                      | <u>207.68</u>          |
| <b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b> | <b><u>\$207.68</u></b> |

|                              |                          |
|------------------------------|--------------------------|
| <b>TOTAL FOR THIS MATTER</b> | <b><u>\$3,039.68</u></b> |
|------------------------------|--------------------------|

W.R. GRACE & CO. EQUITY COMMITTEE  
056772-00005

February 27, 2009  
Invoice No. 513671

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**BANKR. MOTIONS****SUMMARY OF DISBURSEMENTS AND OTHER CHARGES**

| <b><u>DESCRIPTION</u></b>                    | <b><u>AMOUNT</u></b> |
|--|----------------------|
| MESSANGER/COURIER                            | <u>7.76</u>          |
| <b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b> | <b><u>\$7.76</u></b> |
| <b>TOTAL FOR THIS MATTER</b>                 | <b><u>\$7.76</u></b> |

**REORGANIZATION PLAN****DETAIL OF SERVICES**

| <b><u>DATE</u></b>           | <b><u>TIMEKEEPER</u></b> | <b><u>DESCRIPTION</u></b>   | <b><u>HOURS</u></b> | <b><u>AMOUNT</u></b>      |
|------------------------------|--------------------------|---|---------------------|---------------------------|
| 01/05/09                     | MANNAL, DOUGLAS          | Tel/email with equity holders re status of disclosure statement and draft CMO (.5)  | 0.50                | 335.00                    |
| 01/12/09                     | MANNAL, DOUGLAS          | O/c w/Blabey re Grace hearing (.1); attn to revised CMO and tax term sheet (.7)   | 0.80                | 536.00                    |
| 01/12/09                     | BLABEY, DAVID E          | Review matters scheduled for hearing on wednesday (.6) and email P. Bentley re same (.2); meet-and-confer re CMO revisions (.7) and email to P. Bentley and D. Mannal re same (.1). | 1.60                | 896.00                    |
| 01/12/09                     | BENTLEY, PHILIP          | Discs D. Blabey and trade emails re hearing.  | 0.20                | 152.00                    |
| 01/14/09                     | BENTLEY, PHILIP          | Trade emails  | 0.10                | 76.00                     |
| 01/16/09                     | BENTLEY, PHILIP          | Trade emails  | 0.20                | 152.00                    |
| 01/21/09                     | BENTLEY, PHILIP          | Trade emails  | 0.10                | 76.00                     |
| 01/23/09                     | MANNAL, DOUGLAS          | O/c w/D Blabey re discovery responses (.3) and review plans to address same (1.2); o/c w/P Bentley re same (.2)   | 1.70                | 1,139.00                  |
| 01/23/09                     | BENTLEY, PHILIP          | Discs Doug Mannal and David Blabey (.2), and trade emails (.2), re discovery responses  | 0.40                | 304.00                    |
| 01/25/09                     | MANNAL, DOUGLAS          | Email with D. Blabey re discovery requests (.1); attn same (1)  | 1.10                | 737.00                    |
| 01/26/09                     | MANNAL, DOUGLAS          | Numerous tel/emails with equity holders re CMO and plan and DS (.7); attn to discovery requests (.3); review revised disclosure statement (.5)                                      | 1.50                | 1,005.00                  |
| 01/28/09                     | MANNAL, DOUGLAS          | Attn to amended plan and disclosure statement (2.9); o/c with D. Blabey re same (.4)  | 3.30                | 2,211.00                  |
| 01/29/09                     | MANNAL, DOUGLAS          | Attn to discovery responses (.7)  | 0.70                | 469.00                    |
| 01/29/09                     | BENTLEY, PHILIP          | Trade emails re confirmation and discovery issues   | 0.30                | 228.00                    |
| 01/30/09                     | MANNAL, DOUGLAS          | Attn to Amended Grace plan and DS (1.8) attn to discovery responses (.6) and discs D. Blabey re same (.4).  | <u>2.80</u>         | <u>1,876.00</u>           |
| <b>TOTAL HOURS AND FEES</b>  |                          |   | <b><u>15.30</u></b> | <b><u>\$10,192.00</u></b> |
| <b>TOTAL FOR THIS MATTER</b> |                          |   |                     | <b><u>\$10,192.00</u></b> |

W.R. GRACE & CO. EQUITY COMMITTEE  
056772-00008

February 27, 2009  
Invoice No. 513671

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**FEE APPLICATIONS, APPLICANT****DETAIL OF SERVICES**

| <u>DATE</u> | <u>TIMEKEEPER</u> | <u>DESCRIPTION</u>                                    | <u>HOURS</u> | <u>AMOUNT</u> |
|-------------|-------------------|---|--------------|---------------|
| 01/21/09    | BLABEY, DAVID E   | Review bill in prep for fee application.              | 0.10         | 56.00         |
| 01/23/09    | BLABEY, DAVID E   | Review bill for Grace fee application.                | 0.40         | 224.00        |
| 01/27/09    | BLABEY, DAVID E   | Review bills for fee application.                     | 0.80         | 448.00        |
| 01/28/09    | BLABEY, DAVID E   | Review bills (.5) and draft fee application<br>(1.2). | <u>1.70</u>  | <u>952.00</u> |

**TOTAL HOURS AND FEES****3.00    \$1,680.00****SUMMARY OF DISBURSEMENTS AND OTHER CHARGES**

| <u>DESCRIPTION</u>                           | <u>AMOUNT</u>        |
|--|----------------------|
| MESSENGER/COURIER                            | <u>7.65</u>          |
| <b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b> | <b><u>\$7.65</u></b> |

**TOTAL FOR THIS MATTER****\$1,687.65**

W.R. GRACE & CO. EQUITY COMMITTEE  
056772-00015

February 27, 2009  
Invoice No. 513671

## PLAN AND DISCLOSURE STATEMENT

### DETAIL OF SERVICES

| <u>DATE</u> | <u>TIMEKEEPER</u>    | <u>DESCRIPTION</u>  | <u>HOURS</u> | <u>AMOUNT</u> |
|-------------|----------------------|---|--------------|---------------|
| 01/07/09    | BLABEY, DAVID E      | Review expert reports submitted by Libby Claimants and ACC (4.7) and draft memo to client re same (1).  | 5.70         | 3,192.00      |
| 01/08/09    | BLABEY, DAVID E      | Review and consider FIC discovery requests (.8) and research case law re same (1); review and consider Scotts discovery requests (.5) and research case law relevant to same (1); draft responses to Libby interrogatories (3.5) and research case law w/r/to same (1.2). | 8.00         | 4,480.00      |
| 01/09/09    | BLABEY, DAVID E      | Review Owens-Illinois discovery requests (1.3) and draft responses to interrogatories (.5); draft responses to Libby interrogatories (2.1).   | 3.90         | 2,184.00      |
| 01/14/09    | BLABEY, DAVID E      | Review TDP to answer Libby interrogatories (1.3); draft responses to Libby interrogatories (3).   | 4.30         | 2,408.00      |
| 01/15/09    | BLABEY, DAVID E      | Edit responses to Libby rogs (.1); draft responses to Owen Illinois rogs and rfas (3.6).  | 3.70         | 2,072.00      |
| 01/16/09    | BLABEY, DAVID E      | Draft responses to Owens Illinois disc requests (.5) and FIC interrogatories (2.5) and review case law relevant thereto (.5).   | 3.50         | 1,960.00      |
| 01/23/09    | SCHULMAN, BRENDAN M. | Conversation D. Blabey re electronic discovery and document request (0.2);  | 0.20         | 130.00        |
| 01/23/09    | BLABEY, DAVID E      | Discs P. Bentley (.2) and D. Mannal (.3) re document discovery; discs A. Running re doc disc (.1); discs B. Schulman re doc disc (.2).  | 0.80         | 448.00        |
| 01/26/09    | SCHULMAN, BRENDAN M. | Telephone conversation D. Blabey re electronic discovery procedures and suggested strategies re document request (0.6);   | 0.60         | 390.00        |
| 01/26/09    | BLABEY, DAVID E      | Review revised drafts of Plan and Disc St (1.7); discs w/ B. Schulman (.6) re document requests. Summarize document requests received (1.5) and email to client re implications (.8).   | 4.60         | 2,576.00      |
| 01/27/09    | BLABEY, DAVID E      | Review revised disclosure statement (.9) and revised plan (.4).   | 1.30         | 728.00        |



| <u>DATE</u>                 | <u>TIMEKEEPER</u>    | <u>DESCRIPTION</u>   | <u>HOURS</u>        | <u>AMOUNT</u>             |
|-----------------------------|----------------------|--|---------------------|---------------------------|
| 01/28/09                    | BLABEY, DAVID E      | Review revised disclosure statement (4.4) PD settlement trust agreement (.6) draft voting procedures (.5); discuss revisions to plan and disclosure statement with D. Mannal (.4); email to B. Herzog re trading restrictions term sheet (.1).   | 6.00                | 3,360.00                  |
| 01/28/09                    | BLABEY, DAVID E      | Review outstanding discovery requests (2.3) and email to A. Running (.1) and P. Bentley and D. Mannal (.1) re same.  | 2.50                | 1,400.00                  |
| 01/29/09                    | SCHULMAN, BRENDAN M. | Discussion D. Blabey re background and discovery requests;   | 0.30                | 195.00                    |
| 01/29/09                    | BLABEY, DAVID E      | Draft summary of disc st and plan modifications for client (1.8); emails to P. Bentley and D. Mannal re document discovery (.3); emails to B. Schulman re document discovery (.1) and conversations re same (.2); email to A. Running re discovery (.1); formulate search paramets for document discovery (2.9). | 5.40                | 3,024.00                  |
| 01/30/09                    | SCHULMAN, BRENDAN M. | Review summary of document request topics (0.3); review proposed search protocols (0.2); confer D. Blabey (0.2); telephone call T. Weschler to confer on e-discovery and document request strategy (0.4); further discussions with D. Blabey (0.2);  | 1.30                | 845.00                    |
| 01/30/09                    | BLABEY, DAVID E      | Review share issuance agreement (.3); conversations with D. Mannal re document discovery (.4); conversations with B. Schulman re document discovery (.4); call with client re document discovery (.4); memo to P. Bentley and D. Mannal re document searches (.8); review Scotts Company document requests (1).  | 3.30                | 1,848.00                  |
| 01/31/09                    | BLABEY, DAVID E      | Review Scotts prelim objections to plan in conjunction with formulating responses to Scotts discovery requests (.2); review further revisions to Plan (.2).  | 0.40                | 224.00                    |
| <b>TOTAL HOURS AND FEES</b> |                      |  | <b><u>55.80</u></b> | <b><u>\$31,464.00</u></b> |

W.R. GRACE & CO. EQUITY COMMITTEE  
056772-00015

February 27, 2009  
Invoice No. 513671

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**SUMMARY OF DISBURSEMENTS AND OTHER CHARGES**

| <b><u>DESCRIPTION</u></b>                    | <b><u>AMOUNT</u></b>          |
|--|-------------------------------|
| PHOTOCOPYING                                 | 71.40                         |
| WESTLAW ON-LINE RESEARCH                     | <u>370.60</u>                 |
| <b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b> | <b><u>\$442.00</u></b>        |
| <br><b>TOTAL FOR THIS MATTER</b>             | <br><b><u>\$31,906.00</u></b> |

Kramer Levin Naftalis &amp; Frankel LLP

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W.R. GRACE & CO. EQUITY COMMITTEE  
056772-00019February 27, 2009  
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**HEARINGS****DETAIL OF SERVICES**

| <u>DATE</u>                 | <u>TIMEKEEPER</u> | <u>DESCRIPTION</u>  | <u>HOURS</u>       | <u>AMOUNT</u>            |
|-----------------------------|-------------------|---|--------------------|--------------------------|
| 01/07/09                    | WIERNAN, LAUREN E | Corresponded with court call to schedule D<br>Mannal for hearing. | 0.50               | 137.50                   |
| 01/14/09                    | BLABEY, DAVID E   | Attendance at Grace hearing.                                      | 4.80               | 2,688.00                 |
| 01/26/09                    | BLABEY, DAVID E   | Attendance at hearing.  | 0.90               | 504.00                   |
| <b>TOTAL HOURS AND FEES</b> |                   |   | <b><u>6.20</u></b> | <b><u>\$3,329.50</u></b> |

**TOTAL FOR THIS MATTER****\$3,329.50**

W.R. GRACE & CO. EQUITY COMMITTEE  
056772-00022

February 27, 2009  
Invoice No. 513671

**TAX ISSUES****DETAIL OF SERVICES**

| <u>DATE</u>                 | <u>TIMEKEEPER</u>  | <u>DESCRIPTION</u>   | <u>HOURS</u>        | <u>AMOUNT</u>            |
|-----------------------------|--------------------|--|---------------------|--------------------------|
| 01/07/09                    | HERZOG, BARRY      | Rev. trading restriction term sheet (1.2); discs. re: same w/D. Mannal and T. Wechsler (.5).   | 1.70                | 1,275.00                 |
| 01/07/09                    | RIGEL, BLAKE       | Off conf. BH; Review memos re trading restrictions (1); Tele conf. BH, TW, DM (.5).  | 1.50                | 975.00                   |
| 01/07/09                    | MANNAL, DOUGLAS    | Attn to tax/equity trading restriction agreement (.7); tel with TW re same (.5)  | 1.20                | 804.00                   |
| 01/07/09                    | BLABEY, DAVID E    | Call with D. Mannal, B. Herzog and client re proposed amendments to term sheet (.5).   | 0.50                | 280.00                   |
| 01/09/09                    | HERZOG, BARRY      | Call to disc. equity trading restriction term sheet (.5); rev. and mark revised draft of same (.8).  | 1.30                | 975.00                   |
| 01/09/09                    | RIGEL, BLAKE       | Tele conf. BH, TW, DM and WR Grace (.5); Review Kirkland comments re trading restrictions (1.4).   | 1.90                | 1,235.00                 |
| 01/09/09                    | MANNAL, DOUGLAS    | Prep for and attend tax call re restriction on equity transfer post-emergence with B. Herzog and counsel for Debtors; review revised term sheet re same (1.8); email to Ted Weschler re modifications (.2) | 2.00                | 1,340.00                 |
| 01/09/09                    | BLABEY, DAVID E    | Call with D. Mannal, B. Herzog, and Debtor re revisions to term sheet (.5)   | 0.50                | 280.00                   |
| 01/27/09                    | KOLEVZON, PETER S. | Review new draft of Sharing Agreement.   | 0.40                | 334.00                   |
| 01/30/09                    | KOLEVZON, PETER S. | Review changes to Share Purchase Agreement.  | <u>0.30</u>         | <u>250.50</u>            |
| <b>TOTAL HOURS AND FEES</b> |                    |  | <b><u>11.30</u></b> | <b><u>\$7,748.50</u></b> |

**SUMMARY OF DISBURSEMENTS AND OTHER CHARGES**

| <u>DESCRIPTION</u>                           | <u>AMOUNT</u>            |
|--|--------------------------|
| CAB FARES                                    | <u>109.82</u>            |
| <b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b> | <b><u>\$109.82</u></b>   |
| <b>TOTAL FOR THIS MATTER</b>                 | <b><u>\$7,858.32</u></b> |